

**BAKER BOTTS** LLP

RECORDATION NO.

22465-B  
FILED

SEP 03 '04

2-49 PM

2001 ROSS AVENUE  
DALLAS, TEXAS  
75201-2980  
214.953.6500  
FAX 214.953.6503

AUSTIN  
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**DALLAS**  
HOUSTON  
LONDON  
MOSCOW  
NEW YORK  
RIYADH  
WASHINGTON

September 2, 2004

**SURFACE TRANSPORTATION BOARD**

**BY OVERNIGHT COURIER**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423



Luke A. Weedon  
214.953.6970  
FAX 214.661.4970  
luke.weedon@bakerbotts.com

Re: Document for Recordation

Dear Mr. Williams:

On behalf of ConocoPhillips Company, I submit for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) and the regulations applicable thereunder two originals of Amendment No. 1 to Memorandum of Equipment Lease (the "Amendment"), dated as of August 3, 2004 but effective as of December 31, 2002, to be recorded as a secondary document as defined in the Surface Transportation Board's rules for the recordation of documents at 49 C.F.R. § 1177.3.

The enclosed Amendment relates to the following documents, each dated as of October 18, 1999, which were previously filed with the Surface Transportation Board on October 18, 1999 under Recordation Numbers 22465 and 22465-A:

1. Memorandum of Equipment Lease Agreement, Recordation Number 22465; and
2. Memorandum of Lease Supplement (the "Lease Supplement"), with attached Description of Equipment, Recordation Number 22465-A.

The names and addresses of the parties to the enclosed Amendment are:

Lessor:	Wilmington Trust Company, as owner trustee 1100 North Market Street Wilmington, DE 19890
Lessee:	ConocoPhillips Company (formerly known as Phillips Petroleum Company) 600 North Dairy Ashford Houston, TX 77079

The units of equipment covered by the Amendment are 607 covered hopper cars as identified in Exhibit A to the Lease Supplement, a copy of which is attached hereto.

DAL02:406131

**BAKER BOTTS LLP**

Mr. Vernon A. Williams

2

September 2, 2004

The enclosed Amendment acts to amend the name of Phillips Petroleum Company to reflect its current name, ConocoPhillips Company.

A short summary of the Amendment to appear in the index follows:

**"Amendment No. 1 to Memorandum of Equipment Lease with Recordation No. 22465, dated August 3, 2004 but effective as of December 31, 2002, to change the name of the Lessee from Phillips Petroleum Company to ConocoPhillips Company"**

Enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recording fee.

Once the filing has been made, please return to the undersigned the stamped counterpart(s) of the Amendment not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Luke A. Weedon

Enclosures

DAL02:406131

Exhibit A

Description of Equipment

Six-hundred seven (607) Trinity Industries, Inc. 6,221 cubic foot covered hoppers, as more full described below:

No. of Units

607

Road Numbers

PSPX 1193 through  
PSPX 1799, inclusive

RECORDATION NO. 22465-8 FILED

SEP 03 '04

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**AMENDMENT NO. 1 TO MEMORANDUM OF EQUIPMENT LEASE** dated as of August 3, 2004 by and between (i) WILMINGTON TRUST COMPANY, a Delaware banking corporation ("Lessor"), not in its individual capacity except as expressly provided herein, but solely as owner trustee under that certain Trust Agreement (Phillips Trust No. 99-2) made and entered into as of October 18, 1999 by and between Lessor and Banc of America Leasing & Capital, LLC (in such capacity, "Owner Trustee"), and (ii) CONOCOPHILLIPS COMPANY, a Delaware corporation ("Lessee") (formerly PHILLIPS PETROLEUM COMPANY) **SURFACE TRANSPORTATION BOARD**

This Amendment No. 1 (this "Amendment") dated as of August 3, 2004, effective as of December 31, 2002, modifies and amends that certain Memorandum of Equipment Lease Agreement (Phillips Trust No. 99-2) made and entered into as of October 18, 1999 by and between (i) Lessor, not in its individual capacity except as expressly provided therein, but solely as Owner Trustee, and (ii) Phillips Petroleum Company (now ConocoPhillips Company), as Lessee, as supplemented by that certain Memorandum of Lease Supplement (Phillips Trust No. 99-2) No. 1 made and entered into as of October 18, 1999 by and between (i) Lessor, not in its individual capacity except as expressly provided therein, but solely as Owner Trustee, and (ii) Phillips Petroleum Company (now ConocoPhillips Company), as Lessee (collectively, the "Memorandum");

**WHEREAS** Lessor and Lessee desire to amend the Memorandum to reflect the change in corporate name of "Phillips Petroleum Company" to "ConocoPhillips Company";

**NOW THEREFORE**, in consideration of the mutual agreements, terms and conditions herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. All references to "Phillips Petroleum Company" in the Memorandum shall be deemed to be references to "ConocoPhillips Company".
2. This Amendment shall be effective from and as of December 31, 2002.
3. Except as expressly amended herein, the Memorandum shall continue in full force and effect.
4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

**IN WITNESS WHEREOF**, the parties hereto have each caused this Amendment to be duly executed by their respective officers duly authorized as of the 3<sup>rd</sup> day of August, 2004.

**WILMINGTON TRUST COMPANY**, not  
in its individual capacity except as otherwise  
expressly provided but solely as Owner  
Trustee

By: Robert J. Perkins  
Name: Robert J. Perkins  
Title: Administrative Account Manager  
Authorized Signer  
**CONOCOPHILLIPS COMPANY**

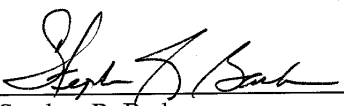
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

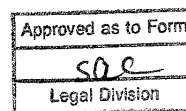
**IN WITNESS WHEREOF**, the parties hereto have each caused this Amendment to be duly executed by their respective officers duly authorized as of the 3rd day of August, 2004.

**WILMINGTON TRUST COMPANY**, not  
in its individual capacity except as otherwise  
expressly provided but solely as Owner  
Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**CONOCOPHILLIPS COMPANY**

By:   
Name: Stephen R. Barham  
Title: Vice President



STATE OF DELAWARE )  
 ) SS  
COUNTY OF NEW CASTLE )

On this 31 day of August, 2004, before me, personally appeared Robert J. Perkins, to me personally known, who being by me duly sworn, says that he/she is the Admin. Act. Mgr. of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber  
Notary Public

KIMBERLY ELIZABETH FAULHABER  
NOTARY PUBLIC - DELAWARE  
My Commission Expires April 9, 2005

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

STATE OF TEXAS )  
 ) SS  
COUNTY OF HARRIS )

On this \_\_\_\_ day of August, 2004, before me, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of CONOCOPHILLIPS COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of August, 2004, before me, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he/she is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_

STATE OF TEXAS )  
 ) SS  
COUNTY OF HARRIS )

On this 3 day of August, 2004, before me, personally appeared Stephen R. Bacham, to me personally known, who being by me duly sworn, says that he/she is the Vice President of CONOCOPHILLIPS COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Queen E. Walker  
Notary Public

[NOTARIAL SEAL]

My commission expires: 6-7-2005

